

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re

Lordstown Motors Corp., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 23-10831 (MFW)

(Jointly Administered)

**Objection Deadline: April 29, 2024, at 4:00 p.m. (ET)**

**SUMMARY COVER SHEET OF EIGHTH MONTHLY APPLICATION OF  
WHITE & CASE LLP FOR ALLOWANCE OF COMPENSATION AND  
REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM  
FEBRUARY 1, 2024 TO AND INCLUDING FEBRUARY 29, 2024**

Name of Applicant:	White & Case LLP
Authorized to Provide Professional Services to:	Debtors and Debtors-in-Possession
Date of Retention:	Effective June 27, 2023
Period for Which Compensation and Reimbursement Are Requested:	February 1, 2024 – February 29, 2024
Total Amount of Compensation (100%):	\$858,338.00
Amount of Compensation Requested (80%):	\$686,670.40
Amount of Compensation Held Back (20%):	\$171,667.60
Amount of Expense Reimbursement Requested:	\$4,193.42
Aggregate Amount to be Paid Under Compensation Procedures Order:	\$690,863.82

This is a monthly fee application.

<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are: Lordstown Motors Corp. (3239); Lordstown EV Corporation (2250); and Lordstown EV Sales LLC (9101). The Debtors' service address is 27000 Hills Tech Ct., Farmington Hills, MI 48331.

**MONTHLY FEE APPLICATIONS FILED**

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
		Requested		Approved On Monthly Basis		Holdback On Monthly Basis		Total Approved By Interim Order	
Date; D.I.	Period Covered	Fees	Expenses	Fees	Expenses	Fees	Expenses	Fees	Expenses
9/13/2023 D.I. 422	6/27/2023 – 7/31/2023	\$2,296,617.00	\$4,880.64	\$1,837,293.60	\$4,880.64	\$459,323.40	\$0.00	\$2,296,617.00	\$4,880.64
10/20/2023 D.I. 594	8/1/2023 – 8/31/2023	\$1,923,539.00	\$4,149.65	\$1,538,831.20	\$4,149.65	\$384,707.80	\$0.00	\$1,923,539.00	\$4,149.65
11/10/2023 D.I. 684	9/1/2023 – 9/30/2023	\$1,313,604.00	\$36.58	\$1,050,883.20	\$36.58	\$262,720.80	\$0.00	\$1,313,604.00	\$36.58
11/30/2023 D.I. 762	10/1/2023 – 10/31/2023	\$1,654,153.00	\$3,903.33	\$1,323,322.40	\$3,903.33	\$330,830.60	\$0.00	\$1,654,153.00	\$3,903.33
1/12/2024 D.I. 912	11/1/2023 – 11/30/2023	\$989,463.00	\$0.00	\$791,570.40	\$0.00	\$197,892.60	\$0.00	\$989,463.00	\$0.00
2/13/2024 D.I. 967	12/1/2023 – 12/31/2023	\$692,738.00	\$4,504.73	\$554,190.40	\$4,504.73	\$138,547.60	\$0.00	\$692,738.00	\$4,504.73
3/14/2024 D.I. 1099	1/1/2024 – 1/31/2024	\$661,229.00	\$608.60	\$528,983.20	\$608.60	\$132,245.80	\$0.00	TBD	TBD

**SUMMARY OF TOTAL FEES AND HOURS  
BY ATTORNEYS AND PARAPROFESSIONALS**

<b>Name</b>	<b>Title</b>	<b>Year Admitted</b>	<b>Areas of Expertise</b>	<b>Hours</b>	<b>Rate</b>	<b>Fees</b>
<b>Ericksen, A.J.</b>	<b>Partner</b>	2005	Securities Practice	3.5	\$1,720.00	\$6,020.00
<b>He, Fan</b>	<b>Counsel</b>	2007	Financial Restructuring & Insolvency (FRI) Practice	26.7	\$1,470.00	\$39,249.00
<b>Hirshorn, Deanna</b>	<b>Legal Assistant</b>	N/A	Financial Restructuring & Insolvency (FRI) Practice	5.7	\$450.00	\$2,565.00
<b>Kagay, Sally</b>	<b>Associate</b>	2022	Commercial Litigation Practice	4.7	\$1,110.00	\$5,217.00
<b>Kampfner, Roberto</b>	<b>Partner</b>	1995	Financial Restructuring & Insolvency (FRI) Practice	90.8	\$1,900.00	\$172,520.00
<b>Kim, Doah</b>	<b>Associate</b>	2012	Financial Restructuring & Insolvency (FRI) Practice	56.2	\$1,430.00	\$80,366.00
<b>Ludovici, Stephen</b>	<b>Associate</b>	2014	Financial Restructuring & Insolvency (FRI) Practice	11.5	\$1,380.00	\$15,870.00
<b>Mezei, Livy</b>	<b>Associate</b>	2017	Financial Restructuring & Insolvency (FRI) Practice	8.9	\$1,160.00	\$10,324.00
<b>Pryor, Gregory</b>	<b>Partner</b>	1989	M&A - Corporate Practice	1.1	\$2,150.00	\$2,365.00
<b>Szuba, RJ</b>	<b>Associate</b>	2017	Financial Restructuring & Insolvency (FRI) Practice	121.8	\$1,290.00	\$157,122.00
<b>Turetsky, David</b>	<b>Partner</b>	2003	Financial Restructuring & Insolvency (FRI) Practice	156.8	\$1,900.00	\$297,920.00
<b>Zakia, Jason</b>	<b>Partner</b>	1999	Commercial Litigation Practice	34.4	\$2,000.00	\$68,800.00
<b>Grand Total</b>				<b>522.1</b>		<b>\$858,338.00</b>

**STATEMENT OF FEES AND HOURS BY PROJECT CATEGORY**

<b>Cat. No.</b>	<b>Project Category Description</b>	<b>Total Hours</b>	<b>Total Fees</b>
B01	Asset Analysis, Sale & Disposition	0.0	\$0.00
B02	Automatic Stay Issues	0.0	\$0.00
B03	Avoidance Actions & Other Asset Recovery	0.0	\$0.00
B04	Business Operations, Vendor & Utility Issues	0.0	\$0.00
B05	Case Administration	8.1	\$6,085.00
B06	Case Strategy	0.0	\$0.00
B07	Claims Administration & Objections	92.6	\$158,223.00
B08	Corporate Advice & Board Meetings	1.6	\$2,918.00
B09	Creditor Meetings & Statutory Committees	0.0	\$0.00
B10	Disbursement	0.0	\$0.00
B11	Discovery	0.0	\$0.00
B12	Exclusivity, Plan & Disclosure Statement	363.8	\$601,463.00
B13	Executory Contracts & Unexpired Leases	4.2	\$6,198.00
B14	First Day Pleadings	0.0	\$0.00
B15	Hearings & Court Matters	3.3	\$4,754.00
B16	Insurance Issues	0.8	\$1,337.00
B17	Litigation	3.1	\$6,030.00
B18	Nonworking Travel	0.0	\$0.00
B19	Professional Retention & Fees – W&C	10.7	\$15,442.00
B20	Professional Retention & Fees – Other	2.1	\$2,898.00
B21	Reports, Schedules & U.S. Trustee Issues	31.8	\$52,990.00
B22	Tax Issues	0.0	\$0.00
B23	Employee Issues	0.0	\$0.00
<b>Grand Total</b>		<b>522.1</b>	<b>\$858,338.00</b>

**EXPENSE SUMMARY**

Description	Amount
Deposition Transcripts	\$4,193.42
<b>Grand Total</b>	<b>\$4,193.42</b>

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Debtors.

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Case No. 23-10831 (MFW)

(Jointly Administered)

**Objection Deadline: April 29, 2024, at 4:00 p.m. (ET)**

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**EIGHTH MONTHLY APPLICATION OF WHITE & CASE LLP FOR  
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES  
FOR THE PERIOD FEBRUARY 1, 2024 TO AND INCLUDING FEBRUARY 29, 2024**

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White & Case LLP (“**White & Case**”), counsel for the debtors and the debtors in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases, hereby files this eighth monthly application (this “**Application**”) for the period from February 1, 2024 to and including February 29, 2024 (the “**Compensation Period**”) requesting (a) interim allowance and payment of compensation for professional services to the Debtors in the amount of \$686,670.40, representing 80% of the \$858,338.00 of fees earned by White & Case for professional services to the Debtors during the Compensation Period, and (b) reimbursement of 100% of the actual and necessary expenses incurred by White & Case during the Compensation Period in connection with such services in the amount of \$4,193.42. In support of this Application, White & Case respectfully represents as follows:

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<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are: Lordstown Motors Corp. (3239); Lordstown EV Corporation (2250); and Lordstown EV Sales LLC (9101). The Debtors’ service address is 27000 Hills Tech Ct., Farmington Hills, MI 48331.

### **JURISDICTION, VENUE AND PREDICATES FOR RELIEF**

1. This Court has jurisdiction to consider this Application under 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference*, dated February 29, 2012 (Sleet, C.J.). This is a core proceeding under 28 U.S.C. § 157(b). Venue of the Chapter 11 Cases and this Application is proper in this District under 28 U.S.C. §§ 1408 and 1409.

2. The predicates for the relief requested by this Application are sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “**Bankruptcy Code**”), rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Chapter 11 Professionals and Committee Members* [Docket No. 181] (the “**Compensation Procedures Order**”).

### **BACKGROUND**

3. On June 27, 2023 (the “**Petition Date**”), the Debtors each commenced with this Court a voluntary case under chapter 11 of the Bankruptcy Code (collectively, the “**Chapter 11 Cases**”). The Chapter 11 Cases are being jointly administered for procedural purposes only pursuant to Bankruptcy Rule 1015(b). Prior to the Effective Date, the Debtors continued to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On July 11, 2023, the Office of the United States Trustee for the District of Delaware (the “**U.S. Trustee**”) appointed the official committee of unsecured creditors (the “**Creditors’ Committee**”) for these Chapter 11 Cases. On September 7, 2023, the U.S. Trustee appointed the official committee of equity security holders (the “**Equity Committee**”).

and collectively with the Creditors' Committee, the "**Committees**") for these Chapter 11 Cases. No trustee or examiner has been appointed in these Chapter 11 Cases.

4. The Court has authorized the Debtors to retain and employ White & Case as their lead bankruptcy counsel, effective as of the Petition Date, pursuant to the *Order Authorizing the Employment and Retention of White & Case LLP as Attorneys to the Debtors Effective as of the Petition Date* [Docket No. 175] (the "**Retention Order**"). The Retention Order authorizes the Debtors to compensate and reimburse White & Case in accordance with the terms and conditions set forth in the Debtors' application to retain White & Case, subject to White & Case's application to the Court.

5. On July 25, 2023, the Court entered the Compensation Procedures Order, which provides, among other things, that each chapter 11 professional seeking interim compensation in the Chapter 11 Cases may file an application (a "**Monthly Fee Application**") for interim approval and allowance of compensation for services rendered and reimbursement of expenses incurred during the immediately preceding month and serve a copy of such Monthly Fee Application on the Notice Parties (as defined in the Compensation Procedures Order). Then, each Notice Party will have until 4:00 p.m. (prevailing Eastern Time) on the twentieth (20th) day after service of a Monthly Fee Application to object thereto (the "**Objection Deadline**"). Upon expiration of the Objection Deadline, the professional may file a certificate of no objection consistent with Local Rule 9013-1(j) with the Court after which the Debtors are authorized to pay each professional an amount equal to the lesser of: (i) 80 percent (80%) of the fees and 100 percent (100%) of the expenses requested in the Monthly Fee Application; and (ii) 80 percent (80%) of the fees and 100 percent (100%) of the expenses not subject to an objection.



6. On March 6, 2024, the Court entered the *Order (I) Confirming Third Modified First Amended Joint Chapter 11 Plan of Lordstown Motors Corp. and Its Affiliated Debtors and (II) Granting Related Relief* [Docket No. 1069].

7. On March 14, 2024, the Effective Date under the Plan occurred.

### **RELIEF REQUESTED**

8. By this Application, in accordance with the Compensation Procedures Order, White & Case requests payment in the aggregate amount of \$690,863.82, which is equal to (a) 80% of the \$858,338.00 of fees earned by White & Case for professional services to the Debtors during the Compensation Period; and (b) 100% of the \$4,193.42 of actual and necessary expenses incurred by White & Case during the Compensation Period in connection with its services to the Debtors.

### **SUMMARY OF SERVICES RENDERED**

9. Prior to filing this Application, White & Case reviewed its fees worked (which totaled 569.9 hours and \$923,656.00) and expenses incurred (which totaled \$4,193.42). Following that review, White & Case voluntarily elected to reduce its fees by 47.8 hours (~8.4%) and \$65,318.00 (~7.1%). White & Case will not hereafter seek payment for the fees that it has voluntarily reduced.

10. Attached hereto as **Exhibit A** is a detailed statement of White & Case's hours expended and fees earned during the Compensation Period. A summary of White & Case's hours expended and fees earned during the Compensation Period grouped by category (discussed below) is in the summary cover sheets prefixed to this Application. The attorneys and paraprofessionals who provided services to the Debtors during the Compensation Period are also identified in **Exhibit A** and in the summary cover sheets. The services rendered by White & Case during the

Compensation Period are grouped into the categories set forth in **Exhibit A** and in the summary cover sheets prefixed to this Application. The following is a brief narrative summary of the services performed by White & Case professionals and paraprofessionals on behalf of the Debtors during the Compensation Period, organized by category:

No.	Category Name
	Brief Narrative Summary
<b>B01</b>	<b>Asset Analysis, Sale &amp; Disposition</b>
	During the Compensation Period, White & Case billed no time to this project category.
<b>B02</b>	<b>Automatic Stay Issues</b>
	During the Compensation Period, White & Case billed no time to this project category.
<b>B03</b>	<b>Avoidance Actions &amp; Other Asset Recovery</b>
	During the Compensation Period, White & Case billed no time to this project category.
<b>B04</b>	<b>Business Operations, Vendor &amp; Utility Issues</b>
	During the Compensation Period, White & Case billed no time to this project category.
<b>B05</b>	<b>Case Administration</b>
	During the Compensation Period, White & Case professionals and paraprofessionals worked on various matters related to the management of these Chapter 11 Cases, including addressing certain client inquiries, monitoring the docket, reviewing the data room, and addressing and monitoring work in progress.
<b>B06</b>	<b>Case Strategy</b>
	During the Compensation Period, White & Case billed no time to this project category.
<b>B07</b>	<b>Claims Administration &amp; Objections</b>
	During the Compensation Period, White & Case attorneys advised the Debtors with respect to various matters concerning claims and the claims administration process, including assisting the Debtors and their professionals in their analysis of both disputed and undisputed claims, as well as developing, negotiating, and reaching agreement with each of the Committees on proposals regarding the claims reserve, mechanics concerning reduction of the claims reserve following the effectiveness of the Plan, and related matters. Furthermore, White & Case advised the Debtors in connection with certain potential claims, including the investigation into derivative claims, the SEC claim and the consensual resolution of same, the consensual resolution of the Ohio securities class action,

	matters concerning certain indemnification claims, and certain other matters concerning the claims that were filed against the Debtors. Lastly, White & Case created exhibits for the confirmation hearing related to the claims reserve.
<b>B08</b>	<b>Corporate Advice &amp; Board Meetings</b>
	During the Compensation Period, White & Case professionals advised the Debtors in connection with certain matters relating to board meetings and corporate governance, including preparing talking points and advising the Debtors in connection with such matters.
<b>B09</b>	<b>Creditor Meetings &amp; Statutory Committees</b>
	During the Compensation Period, White & Case billed no time to this project category.
<b>B10</b>	<b>Disbursement</b>
	During the Compensation Period, White & Case billed no time to this project category.
<b>B11</b>	<b>Discovery</b>
	During the Compensation Period, White & Case billed no time to this project category.
<b>B12</b>	<b>Exclusivity, Plan &amp; Disclosure Statement</b>
	During the Compensation Period, White & Case continued to advise the Debtors in connection with issues concerning the Debtors' chapter 11 plan and proposed confirmation order, including plan confirmation strategy matters, certain Plan settlement matters, and resolutions of plan issues raised by certain constituents, including the Committees, the Ohio Plaintiffs, Foxconn, DiamondPeak directors, and the SEC. Additionally, White & Case advised the Debtors in connection with responding to and attempting to resolve informal plan comments and objections, and conferred with the Committees to discuss and work to resolve their plan issues. White & Case continued to draft a brief in support of confirmation and drafted declarations in support of plan confirmation. White & Case reviewed and resolved comments relating to the proposed confirmation order from various stakeholders, including the Debtors. White & Case also finalized the Debtors' reply in support of the Debtors' second exclusivity motion and reply section of the confirmation brief. White & Case drafted a voting report and voting declaration for the confirmation hearing. Lastly, White & Case prepared and revised documents to be included in an amendment to the Plan Supplement.
<b>B13</b>	<b>Executory Contracts &amp; Unexpired Leases</b>
	During the Compensation Period, White & Case advised the Debtors on issues related to the Debtors' assumption and/or rejection of executory contracts and unexpired leases, including security deposits, and reviewing motions to extend the removal period and assume leases.

<b>B14</b>	<b>First Day Pleadings</b>
	During the Compensation Period, White & Case billed no time to this project category.
<b>B15</b>	<b>Hearings &amp; Court Matters</b>
	During the Compensation Period, White & Case prepared for and attended a hearing on February 22, 2024 and prepared for the confirmation hearing in March.
<b>B16</b>	<b>Insurance Issues</b>
	During the Compensation Period, White & Case professionals advised the Debtors in connection with certain D&O insurance issues, including analyzing director & officer insurance issues.
<b>B17</b>	<b>Litigation</b>
	During the Compensation Period, White & Case advised the Debtors regarding certain pending litigation matters, including a settlement of the DiamondPeak litigation.
<b>B18</b>	<b>Nonworking Travel</b>
	During the Compensation Period, White & Case billed no time to this project category.
<b>B19</b>	<b>Professional Retention &amp; Fees – W&amp;C</b>
	During the Compensation Period, White & Case worked on preparing its monthly fee applications for December and January, and worked on an interim fee application.
<b>B20</b>	<b>Professional Retention &amp; Fees – Other</b>
	During the Compensation Period, White & Case assisted its co-advisors with respect to its fee applications.
<b>B21</b>	<b>Reports, Schedules &amp; U.S. Trustee Issues</b>
	During the Compensation Period, White & Case advised the Debtors in connection with aspects of the Debtors' public securities filings, including certain bankruptcy issues relating to such filings.
<b>B22</b>	<b>Tax Issues</b>
	During the Compensation Period, White & Case billed no time to this project category.
<b>B23</b>	<b>Employee Issues</b>
	During the Compensation Period, White & Case billed no time to this project category.

11. White & Case attorneys and paraprofessionals billed a total of 522.1 hours for which White & Case seeks compensation in connection with these Chapter 11 Cases during the

Compensation Period. All services rendered by White & Case for which compensation is sought pursuant to this Application were rendered solely to or on behalf of the Debtors. No payments were received by White & Case from any other source for services rendered or to be rendered in connection with these Chapter 11 Cases.

### **ACTUAL AND NECESSARY EXPENSES**

12. Attached as **Exhibit B** is a detailed statement of White & Case's out-of-pocket expenses incurred during the Compensation Period for \$4,193.42 for deposition expenses that occurred during an earlier compensation period and have now been processed by the firm's accounting department.

### **VALUATION OF SERVICES**

13. As noted above, the amount of time spent by each White & Case attorney and paraprofessional providing services to the Debtors during the Compensation Period is set forth in the summary cover sheets hereto. The rates reflected thereon are White & Case's customary hourly rates for work of this character.<sup>2</sup> The reasonable value of the services rendered by White & Case for which White & Case seeks compensation for the Compensation Period as attorneys to the Debtors in these Chapter 11 Cases is \$858,338.00. The blended rate for compensation requested in this Application is approximately \$1,644.<sup>3</sup>

14. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the fees requested are fair and reasonable given (a) the complexity of these Chapter 11 Cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

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<sup>2</sup> This Monthly Fee Application reflects White & Case's customary annual rate increases effective January 1, 2024.

<sup>3</sup> The blended rate is calculated by taking the total of fees included in this Monthly Fee Application and dividing by the total of hours included in this Monthly Fee Application, rounded to the nearest dollar.

15. Although White & Case has made every effort to include all fees earned and expenses incurred during the Compensation Period, some fees and expenses might not be included in this Application due to delays caused by accounting and processing during the Compensation Period. White & Case reserves the right to make further applications to this Court for allowance of such fees and expenses not included herein. Subsequent fee applications will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Compensation Procedures Order. For similar reasons, some of the fees and expenses requested in this Application may have been earned or incurred before the Compensation Period.

**CERTIFICATION OF COMPLIANCE**

16. The undersigned has reviewed the requirements of Local Rule 2016-2 and certifies that, to the best of his knowledge, information, and belief, this Application complies with the requirements of that Local Rule.

WHEREFORE, White & Case requests allowance and payment of the aggregate amount of \$690,863.82, which is equal to (a) 80% of the \$858,338.00 of fees earned by White & Case for professional services to the Debtors during the Compensation Period; and (b) 100% of the \$4,193.42 of actual and necessary expenses incurred by White & Case during the Compensation Period in connection with its services to the Debtors.

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Dated: April 8, 2024

Respectfully submitted,

/s/David M. Turetsky

**WHITE & CASE LLP**

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